1110565

Estimated average burden

hours per response......4.00

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED

1 Great Valley Parkway, Suite 120, Malvern, PA 19355

Actual or Estimated Date of Incorporation or Organization

Biotechnology company working with cell therapy development

Address of Principal Business Operations (if

FORM D

DEC 1 6 2008 NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

(Number and Street, City, State, Zip Code)

☐ limited partnership, already formed

limited partnership, to be formed

Month Year 2003

11

1 /	180 -
(OMB APPROVAL
OMB NUMBER:	3235-0076
Expires:	December 31, 2008

DEC 1 6 2008 NOTICE OF SALE OF SECURITIES PURSUANT TO	O SEC USE ONLY
REGULATION D, SECTION 4(6), AND/OR HOMSON REUTERS SIFORM LIMITED OFFERING EXEMPTION	Prefix Serial
HOIVISOIN REGILING INFORM LIMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Offering (check if this is an amendment and name has changed, and indicate cha	Mail Proces
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 50 Type of Filing: ■ New Filing □ Amendment	1.411
A. BASIC IDENTIFICA	TION DATA
1. Enter the information requested about the issuer	Wachington, DC
Name of Issuer (check if this is an amendment and name has changed, and indicate change	\$ 710///
Neuronyx, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1 Great Valley Parkway, Suite 120, Malvern, PA 19355	(610) 240-4150

Telephone Number (Including Area Code)

□ other (plea

□ Estimated

ÐΕ

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: GENERAL INSTRUCTIONS

Type of Business Organization

Federal:

corporation

□ business trust

different from Executive Offices) Brief Description of Business:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

■ Actual

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OI	MB APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	December 31, 2008	
Estimated average bu	rden	
hours per response	4.00	

		
	SEC USE ONLY	
Prefix	Serial	
	<u> </u>	
	DATE RECEIVED	
1	1	

Name of Offering (check if this is an amend	nent and name has changed, and indicate change.)		00 850
Series AA Preferred Stock and the underlyin	g Common Stock issuable upon conversion there	of.	Wall Proces
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Se	ection 4(6) ULOE	Mail Processing Section
Type of Filing: ■ New Filing □ Amendment			DEC DE VE
	A. BASIC IDENTIFICATION	DATA	YUUH
1. Enter the information requested about the iss	suer		Viveshingin, DC
Name of Issuer (□ check if this is an amendmen	nt and name has changed, and indicate change.)		/101", DG
Neuronyx, Inc.			
Address of Executive Offices (Number an	d Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1 Great Valley Parkway, Suite 120, Malvern,	PA 19355	(610) 240-4150	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number	(Including Area Code)
Brief Description of Business:			
Biotechnology company working with cell th	erapy development		
Type of Business Organization			
■ corporation	□ limited partnership, already formed	□ other (please spec	ify):
□ business trust	☐ limited partnership, to be formed		
	Month Year		
Actual or Estimated Date of Incorporation or O	rganization 11 2003 Actual	☐ Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for CN for Canada; FN for other foreign jurisd	State: iction) DE	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Α٦	TE	VT	ЮN	ı

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	TFICATION DATA		
Enter the information requested for Each promoter of the issuer, if Each beneficial owner having Each executive officer and direction Each general and managing pa	the issuer has be the power to vot extor of corporat	e or dispose, or direct the e issuers and of corporate	vote or disposition of, 10	% or more of a cl	ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Schoemaker, Anne Faulkner					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
I Greenbriar Lane, Paoli, PA 19301					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Henwood, Gerri					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	 	
		_			
1 Great Valley Parkway, Suite 120, Ma Check Box(es) that Apply:				= Diseases	Commission Name in Property
Full Name (Last name first, if individual)	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
run Name (Last name mst, n murviquar)					
Weisman, Wayne B					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)		
1200 Liberty Ridge Drive, Suite 300, W	avne. PA 19087	•			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<u> </u>	E Bollottelal Owner	L Discourse Offices	<u> </u>	C CONTROL LINE OF THE LINE OF
Kurtzman, Gary M.D. Business or Residence Address	(Normal or and C	teast City State 7:- Ca	J_\		· · · · · · · · · · · · · · · · · · ·
Business or Residence Address	(Number and 3	treet, City, State, Zip Co	ae)		
Safeguard Delaware, Inc., 1105 North N	Aarket Street, S	Suite 1300, Wilmington,	DE 19801		
Check Box(es) that Apply:	☐ Promoter	 Beneficial Owner 	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
SCP Vitalife Partners and affiliates					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
1200 Liberty Ridge Drive, Suite 300, W Check Box(es) that Apply:			- 7 - 1 0.00	- D' .	
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
ruii Name (Last name tirst, ir individual)					
Safeguard Delaware, Inc.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
1105 North Market Street, Suite 1300,	Wilmington DF	19801 Attn: Gary Ku	rtzman M.D.		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					8 8
Alliance Technology Ventures III, LP					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		, ,,	,		
1990 Main Street, Suite 750, Sarasota, I					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
	·····				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$ n/a	
۷.	What is the minimum investment that will be accepted from any marviadar:	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full None	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
^}_ []_ []_ []_ []_	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
[/ [] []_ []_	[L]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Fuli	Name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
[] [] [] []	L _{ N} _[A] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _{NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		•
	Debt	S	5
	Equity	\$ <u>10,409,112.00</u>	\$ <u>6,659,112.26</u>
	■ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	S
	Partnership Interests	\$	S
	Other (Specify)	s	\$
	Total	\$ 10,409,112.00	\$ <u>6,659,112,26</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	10	\$ <u>6,659,112.26</u>
	Non-accredited Investors		3
	Total (for filings under Rule 504 only)	10	\$ <u>6,659,112.26</u>
	Answer also in Appendix, Column 4, if filing under ULOE		
J .	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		r
	Rule 505		s
	Regulation A		
	Rule 504		\$
	Total		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	s
	Printing and Engraving Costs	_	s
	Legal Fees	-	\$ <u>110,000.00</u>
	Accounting Fees	<u>-</u>	<u> </u>
	Engineering Fees.	_	•
		<u>.</u>	*
	Sales Commissions (specify finders' fees separately)	٥	J
	Other Expenses (identify)	а	\$
	Total		\$ <u>110,000.00</u>

Salaries and fees	\$ <u>10,299,112.00</u>		ice is the	regate offering price given in response to Par se to Part C – Question 4.a. This difference	l and total expenses furnished in respo
Salaries and fees			nish an estimate st equal the	mount for any purpose is not known, furnish nate. The total of the payments listed must ex	for each of the purposes shown. If the and check the box to the left of the esti
Purchase of real estate	yments to rs, Directors, Payments To Affiliates Others	Officers, Di			
Purchase, rental or leasing and installation of machinery and equipment	s	\$	🗅		Salaries and fees
Construction or leasing of plant buildings and facilities	o S	s	🗖		Purchase of real estate
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$		on of machinery and equipment	Purchase, rental or leasing and installat
that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		s	🗖	gs and facilities	Construction or leasing of plant building
Repayment of indebtedness					
Working capital		••			U ,
Other (specify): Column Totals	D \$	· ·	🗅		Repayment of indebtedness
Column Totals	\$\frac{10,299,112.0}{}	\$			Working capital
Column Totals	s	s			Other (specify):
Column Totals					
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed usen undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its son-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Da	<u> </u>	\$			
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed us undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its soon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Securities and Exchange Commission, upon written request of its soon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	<u>\$ 10,299,112.0</u>	\$			Column Totals
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed us undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its soon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Da	■ \$ <u>10,299,112.00</u>		••••	lded)	Total Payments Listed (column totals a
an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its shon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Da			GNATURE	D. FEDERAL SIGN	
in undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its signal accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Da					
` '''	ler Rule 505, the following signature constitute If, the information furnished by the issuer to ar	quest of its staff, the	n, upon written requ	U.S. Securities and Exchange Commission, u	n undertaking by the issuer to furnish to the
` ' ' '		Date		Signature	ssuer (Print or Type)
į	ember <u>1</u> , 2008	November			
Name of Signer (Print or Type) Title of Signer (Print or Type)		•)	Title of Signer (Print or Type)	Name of Signer (Print or Type)
Gerri Henwood Chief Executive Officer				Chief Executive Officer	

C.	OFFERING PRICE.	NUMBER	OF INVESTORS.	EXPENSES AP	ND USE OI	F PROCEEDS
----	-----------------	--------	---------------	-------------	-----------	------------

	b. Enter the difference between the aggregate 1 and total expenses furnished in response to F "adjusted gross proceeds to the issuer."	art C - Question 4.a. This difference is the			\$.	10,299,112.00
5.	Indicate below the amount of the adjusted gros for each of the purposes shown. If the amount and check the box to the left of the estimate. I adjusted gross proceeds to the issuer set forth	for any purpose is not known, furnish an est the total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		a	s		\$
	Purchase of real estate			s		\$
	Purchase, rental or leasing and installation of t	nachinery and equipment		\$	0	\$
	Construction or leasing of plant buildings and	facilities		\$		\$
	Acquisition of other business (including the va					
	that may be used in exchange for the assets or merger)			\$		s
	Repayment of indebtedness		0	\$	D	\$
	Working capital	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0	s		\$ <u>10,299,112.0</u>
	Other (specify):			\$	۵	\$
				\$		\$
	Column Totals		-	s	•	\$ <u>10,299,112.0</u>
	Total Payments Listed (column totals added).			■ \$ <u>10.</u>	299,112.0	<u>0</u>
		D. FEDERAL SIGNATU	JRE			
The	e issuer has duly caused this notice to be signed l	by the undersigned duly authorized person.	If this notice	is filed under Rule 505, the	following	signature constitute
an	undertaking by the issuer to furnish to the U.S. S 1-accredited investor pursuant to paragraph (b)(2	ecurities and Exchange Commission, upon v	written reque	st of its staff, the information	ı furnished	I by the issuer to any
	(e)(=	1				
İssi	ner (Print or Type)	Signature/	1	Date		
	uronyx, Inc.	Leve Dencer	rod	November		
_	me of Signer (Print or Type)	Title of Signer (Print or Type)				

ATTENTION

	b. Enter the difference between the aggregate offering price given in response to Part C – 0 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."			S,	10,299,112.00
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an est and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	imate			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	0	\$	٥	\$
	Purchase of real estate		s		\$
	Purchase, rental or leasing and installation of machinery and equipment	0	\$		\$
	Construction or leasing of plant buildings and facilities		\$	0	\$
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	-	s		s
	Repayment of indebtedness		s		s
	Working capital		\$	•	\$ 10,299,112.00
	Other (specify):	_	s	_	\$
			\$	o	\$
	Column Totals	•	\$	•	\$ <u>10,299,112.00</u>
	Total Payments Listed (column totals added)		■ \$ <u>10</u>	,299,112.0	0
	D. FEDERAL SIGNATU	RE			······································
					<u> </u>
an	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. I undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon val-accredited investor pursuant to paragraph (b)(2) of Rule 502.	f this notice vritten reque	is filed under Rule 505, the est of its staff, the information	following n furnished	signature constitutes I by the issuer to any
lss	uer (Print or Type)		Date		

ATTENTION

C.	OFFERING PRICE	. NUMBER	OF INVESTORS.	EXPENSES A	ND USE O)F PROCEEDS
----	----------------	----------	---------------	------------	----------	-------------

	·							
 b. Enter the difference between the aggregate offering price given in response to Part C I and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 			ne		s	10,299,112.00		
S.	Indicate below the amount of the adjusted g for each of the purposes shown. If the amou and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth.	int for any purpose is not known, furnish an The total of the payments listed must equal	estimate I the					
				Payments to Officers, Directors, & Affiliates		Payments To Others		
	Salaries and fees		0	\$	0	s		
	Purchase of real estate			\$	0	\$		
	Purchase, rental or leasing and installation of	f machinery and equipment	0	s	0	\$		
	Construction or leasing of plant buildings at	nd facilities	0	\$	0	s		
	Acquisition of other business (including the	value of securities involved in this offering						
	that may be used in exchange for the assets merger)			\$	0	\$		
	Repayment of indebtedness		6	\$	D	s		
	Working capital		_	\$	-	\$ <u>10,299,112.00</u>		
	Other (specify):			\$		\$		
			_					
				\$		\$		
	Column Totals		•	\$	•	\$ <u>10,299,112.00</u>		
	Total Payments Listed (column totals added)			\$ 10,299,112.00				
				<u>.</u>	_			
		D. FEDERAL SIGNAT	rure					
					-			
Γhe	issuer has duly caused this notice to be signe	d by the undersigned duly authorized person	. If this notice	is filed under Rule 505, the	following	signature constitutes		
	undertaking by the issuer to furnish to the U.S. accredited investor pursuant to paragraph (b)		n written reque	st of its start, the information	ı iumisnet	by the issuer to any		
		1						
İssı	uer (Print or Type)	Signature	/	Date				
Nei	uronyx, Inc.	Jew Hona	veed	November <u>1</u> , 2008				
			(
Nai	me of Signer (Print or Type)	Title of Signer (Print or Type)						

ATTENTION

1 and total expenses f "adjusted gross proce	e between the aggregate offering price given in response to urnished in response to Part C – Question 4.a. This differer eds to the issuer."	nce is the		S,	10,299,112,00	
for each of the purpos and check the box to	nount of the adjusted gross proceeds to the issuer used or proceeds shown. If the amount for any purpose is not known, furnithe left of the estimate. The total of the payments listed murds to the issuer set forth in response to Part C – Question 4.1	nish an estimate st equal the				
			Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees			\$	0	S	
Purchase of real estate	е		\$	0	\$	
Purchase, rental or lea	asing and installation of machinery and equipment		\$	0	S	
Construction or leasing	ng of plant buildings and facilities		\$	Ð	s	
that may be used in e	ousiness (including the value of securities involved in this of securities of another issuer pursual	nt to a	\$		\$	
<u> </u>	edness		\$		\$	
			\$	•	\$ <u>10,299,112.00</u>	
Other (specify):			\$	٥	\$	
			\$	a	s	
			\$	•	\$ <u>10,299,112.00</u>	
Total Payments Liste	d (column totals added)		■ \$ <u>10,299,112.00</u>			
	D. FEDERAL S	IGNATURE				
 .						
er	this notice to be signed by the undersigned duly authorized	If this ration	is filed under Pule 505, the	following	cionature constitute:	

Issuer (Print or Type)
Neuronyx, Inc.

Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signature
Signatu

ATTENTION

C.	OFFERING PRICE,	NUMBER OF	INVESTORS,	EXPENSES AN	ND USE OF	PROCEEDS

5.	b. Enter the difference between the aggregate offel and total expenses furnished in response to Part adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in response.	C - Question 4.a. This difference is the coceeds to the issuer used or proposed to be any purpose is not known, furnish an estimate total of the payments listed must equal the	ısed		\$ _.	<u>10,299,112.00</u>
	augusteu grous proteons to and to an order			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		0	\$		s
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of mach	ninery and equipment		\$		\$
	Construction or leasing of plant buildings and faci	lities	0	\$	0	\$
	Acquisition of other business (including the value that may be used in exchange for the assets or secumerger)	urities of another issuer pursuant to a	-	s	0	\$
	Repayment of indebtedness		0	s	0	s
	Working capital			\$		\$ <u>10,299,112.00</u>
	Other (specify):		O	\$	□	\$
			٥	\$		\$
	Column Totals		•	\$		\$ <u>10,299,112,00</u>
	Total Payments Listed (column totals added)			■ \$ <u>10.</u>	<u> 299,112.0</u> 0	0
		D. FEDERAL SIGNATURE				
an ı	issuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secur-accredited investor pursuant to paragraph (b)(2) of	ities and Exchange Commission, upon writte	s notice is in request	i filed under Rule 505, the of its staff, the information	ollowing s furnished	signature constitutes by the issuer to any
	ner (Print or Type)	Signature Jenus	nd	Date November 1, 2008		
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type) Chief Executive Officer	<u> </u>			333

ATTENTION

